Form D

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SEC 1972 (6-02)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.



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Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

ATTENTION

7011- E 3 5005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response... 1

SEC USE	ONLY	
Prefix		Serial
DATE RE	CEIVE	D

Name of Offering (check if this is an amendment and name has changed, and indicate changed Common Shares	ge.)
Filing Under (Check box(es) that apply): [□] Rule 504 [□] Rule 505 [□] Rule 506 [□] Section	4(6) [D] PROCESSE
Type of Filing: [⊠] New Filing [□] Amendment	
A. BASIC IDENTIFICATION DATA	JOE & See 2
A DAGG IDENTITION DATA	THOMSON
Enter the information requested about the issuer	FINANCIAL
Workstream Inc.	
Name of Issuer (check if this is an amendment and name has changed, and indicate change	:.)
495 March Road, Suite 300, Ottawa, Ontario, Canada K2K 3G1	
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number	(Including Area Code)
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Teleph Code)	none Number (Including Area
(if different from Executive Offices)	~
Workstream Inc. is a provider of Web-enabled tools and professional services for Human	<u>1 Capital Ma</u> nagement.
Brief Description of Business:	
Type of Business Organization	
[] corporation [] limited partnership, already formed [] other (plea	se specify):
[] business trust	

Actual or Estimated Date of Incorporation or Organization:	Month [5]	Year [96]	[⊠] Actual	[[]] Estimated
Jurisdiction of Incorporation or Organization: (I CN for Canad		ter U.S. Postal S er foreign jurisd		on for State:
GENERAL INSTRUCTIONS				CONTRACTOR OF THE PROPERTY OF

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[D] Promoter	[⊠] Beneficial Owner	[⊠] Executive Officer	[⊠] Director	[] General and/or Managing Partner
Full Name (Las	st name first. if i	ndividual)			r armo.
Mullarkey, Mic	CONTRACTOR CONTRACTOR AND				
	•	Number and Street Forest, Illinois 60	t, City, State, Zip C 0045	ode)	
				antana kanana antana antan	
Check Box(es) that Apply:	[Promoter	[[]] Beneficial Owner	[⊠] Executive Officer	[⊠] Director	[∐] General and/or Managing Partner
Halloran, Arthu	name first, if indiv	iduai)			
Security of the property of th	kokontini isi osing asa saga maga maga mengan m	Jumber and Street	t, City, State, Zip C	ode)	orangania (hadala) (h
	· ·	Jew Jersev 08738	•		
Check Box(es) that Apply:	[D]Promoter	[[]] Beneficial Owner	[D] Executive Officer	[⊠] Director	[] General and/or Managing Partner
A MARK THE STATE OF THE STATE O	<u>name first, if indiv</u>	idual)			Manialka, kana manialka manialka ma
Ebbs, Matthew		***************************************	0: 0: 7: 0		
		number and Street ttawa. Ont. K2A	t, City, State, Zip C	ode)	
D33_R1Chmond_	Road, Omi 42. O	nawa. Oni. Kza	UCIA		
Check Box(es) that Apply:	[Promoter	[] Beneficial Owner	[D] Executive Officer	[⊠]Director	[] General and/or Managing Partner
**************************************	name first, if indiv	idual)			70. A
Gerrior, Michae	\$\delta \delta \	lumber and Street	, City, State, Zip C	ode)	
	reet. Ottawa. Ont		., Oity, State, Zip C		
Check Box(es) that Apply:	[[]] Promoter	[[]]Beneficial Owner	[[]] Executive Officer	[⊠]Director	[[]] General and/or Managing Partner
V-00/11/19/00/10/10/10/10/10/10/10/10/10/10/10/10/	indino iligi, il ilidiv	ladai7			
Awarint name and a second of the felt of selfer the selection of the second of	dence Address (N	lumber and Street	, City, State, Zip C	ode)	
	· ·	Louis. MO 6310	•		
that Apply:	[Promoter	[] Beneficial	[] Executive Officer	[⊠]Director	[□] General and/or Managing Partner
	name mot, n morv	uudi)			
n na san a wasan katang kawan ya kantan da da da wakatin na da	dence Address (N	lumber and Street	, City, State, Zip C	ode)	
	Drive, Nepean, (, , , , , , , , , , , , , , , , , , , ,	,	
Danis, Thomas Business or Resi 8025 Bonhomm Check Box(es) that Apply: Full Name (Last Manso, Cholo Business or Resi	idence Address (Ne. Ant. 2004, St. [[]] Promoter name first, if individence Address (N	lumber and Street Louis. MO 6310 [[]] Beneficial Owner dual)	[[]] Executive	[⊠]Director	and/or Manag

Check Box(es) that Apply:	[] Promoter	[[]] Beneficial Owner	[⊠] Executive Officer	[D]Director	[] General and/or Managing Partner
Full Name (Last)	name first, if indivi	dual)			raitilei
Haggard, Paul					
	dence Address (N			ode)	
11010 Southwes	st 38 th Drive, Day	ie, Florida 33328			
Check Box(es) that Apply:	[] Promoter	[⊠] Beneficial Owner	[] Executive Officer	[[]] Director	[] General and/or Managing Partner
Full Name (Last r	name first, if indivi	dual)			
ScotiaCanital In	C.	***************************************		***************************************	
Business or Resi	dence Address (N	umber and Street,	City, State, Zip C	ode)	
Scotia Plaza, 40	King Street, Toro	onto, Ont. M5W 2	2X6	an an ann an	
Check Box(es) that Apply:	[] Promoter	[⊠] Beneficial Owner	[] Executive Officer	[] Director	[□] General and/or Managing Partner
Full Name (Last r	name first, if indivi	dual)			1 ditilo
Cede & Co. (Fas			MARKET 1997 V 1997 V 1997 V 1998 V	(1) (1) (1) (1) (1) (1) (1) (1) (1) (1)	
	dence Address (N wling Green Stat		• • •	ode)	a digitari ki ing gilangangan da karafara yan yang nanggalang da
Check Box(es) that Apply:	[D] Promoter	[] Beneficial Owner	[D] Executive Officer	[D] Director	[[]] General and/or Managing Partner
Full Name (Last r	name first, if individ	dual)			
D	-l		0:1 01 7: 0		
Business or Resi	dence Address (N	umber and Street,	City, State, Zip C	odej	

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	E(3) (3) (1) (4) (1) (8) (1) (1) (4) (4) (4) (4) (4) (4) (4) (4) (4) (4	00000040 X01000
one mg :	Yes [□]	No [⊠]
Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?	\$_none	_
3. Does the offering permit joint ownership of a single unit?	Yes [□]	No [⊠]
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		رقعا
Full Name (Last name first, if individual) Not applicable		
Business or Residence Address (Number and Street, City, State, Zip Code)		
Name of Associated Broker or Dealer		
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	States	
[AL]] [HI] [] [MS] [] [OR] [] [WY] [] [ID]
Full Name (Last name first, if individual)	***************************************	Control of Control
Not applicable Business or Residence Address (Number and Street, City, State, Zip Code)	THE PERSON AND ADMINISTRATIVE OF THE PERSON ADMINISTRATIVE OF THE PERSON AND ADMINISTRATIVE OF THE PERSON ADMINISTRATIVE OF THE PERSON AND ADMINISTRATIVE OF THE PERSON ADMINISTRATIVE OF THE	en e
Name of Associated Broker or Dealer		10200000000000000000000000000000000000
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	States	
[AL]	[HI]	[ID]
Full Name (Last name first, if individual) Not applicable		
Business or Residence Address (Number and Street, City, State, Zip Code)		opogramenta o o o o o o o o o o o o o o o o o o o
Name of Associated Broker or Dealer		

Person Listed Has Solicited or Intends to Solicit Purchasers ates" or check individual States) [[]] All States
[AZ]
(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)
. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS
regate offering price of securities included in this offering and the eady sold. Enter "0" if answer is "none" or "zero." If the transaction is fering, check this box " and indicate in the columns below the securities offered for exchange and already exchanged.
Aggregate Amount Security Offering Price Already Sold \$0 \$0 \$1,000,000 \$1,000,000 [☑] Common [☐] Preferred
So
nber of accredited and non-accredited investors who have purchased offering and the aggregate dollar amounts of their purchases. For Rule 504, indicate the number of persons who have purchased aggregate dollar amount of their purchases on the total lines.
Aggregate Dollar Number Investors Purchases stors 0 \$0 Investors 0 \$0 under Rule 504 only) 0 \$0 Appendix, Column 4, if filing under ULOE.
Number Amount

\$980,000

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
Not applicable		
Type of offering Rule 505 Regulation A Rule 504 Total	Type of Security 0 0 0 0	Dollar Amount Sold \$ 0 \$ 0 \$ 0 \$ 0
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) Total		\$0 \$0 \$15,000 \$5,000 \$0 \$0 \$0 \$20,000

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This

difference is the "adjusted gross proceeds to the issuer."

Payments to Officers,

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness Working capital Other (specify) [] \$0 [] \$980,0 [] \$980,0 [] \$0	Salaries and fees	Directors, & Affiliates [□]\$ <u>0</u> []\$ <u>0</u> []\$ <u>0</u> [□]\$ <u>0</u>	Payments To Others [] \$ [] \$ [] \$
Repayment of indebtedness [□] \$0 [] \$ Working capital [□] \$0 [□]\$ Other (specify) [□] \$0 [□] \$ [□] \$ [□] \$ [□] \$ Column Totals [□] \$0 [⊠]\$	exchange for the assets or securities of another issuer	[□] \$ <u>0</u>	[⊠] \$ <u>980,000</u>
	Repayment of indebtedness	i□j \$ <u>0</u>	[] \$ [] \$ [] \$
		[] \$	[] \$
• • • • • • • • • • • • • • • • • • • •		L	[⊠]\$ <u>980,000</u> , <u>000</u>

	D. FEDERAL SIGNATURE	ninga militara.
Rule 505, the following Commission, upo	duly caused this notice to be signed by the undersigned duly authorized person. If the discount of the U.S. Section written request of its staff, the information furnished by the issuer to any non-action of the U.S. Section written request of its staff, the information furnished by the issuer to any non-action of the U.S. Section with the information furnished by the issuer to any non-action of the U.S. Section with the information furnished by the issuer to any non-action of the U.S. Section with the U.S. Section with the information furnished by the issuer to any non-action of the U.S. Section with the U.S.	curities and Exchange
Issuer (Print or T		2002
Name of Signer of Michael Mullarke	(Print or Type) Title of Signer (Print or Type)	
	ATTENTION Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)	al
	E. STATE SIGNATURE	The state of the
	lescribed in 17 CFR 230.262 presently subject to any of the disqualification provision [□] Yes [⊠] No	ons of
	See Appendix, Column 3, for state response.	
	ned issuer hereby undertakes to furnish to any state administrator of any state in w D (17 CFR 239,500) at such times as required by state law.	hich this notice is filed
2 The undersign	and issuer haraby undertakes to furnish to the state administrators, upon written re-	augst information

- led,
- furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

ue and has duly caused this notice to be signed on its The issuer has read this notification and knows the contents to be behalf by the undersigned duly authorized person.

Issuer (Print or Type) Signature Date Workstream Inc. July 19, 2002 Name of Signer (Print or Type) Title of Signer (Print or Type) Chief Executive Officer Michael Mullarkey

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1		2	3						5
	Intend non-ac investors	to sell to credited s in State	Type of security and aggregate offering price	Type of invest	4 or and amo (Part C-li	unt purchas	sed in State	under S (if yes explar waiver	o alification tate ULOE s, attach nation of granted) E-Item 1)
	(Fail D	-nem 1)	(Fait O-item 1)		(ranco-n	Number of		l (Lait L	
State	Yes	No		Number of Accredited Investors	Amount	Non- Accredited Investors		Yes	No
AL 🗌								П	
AK 🔲									$\bar{\Box}$
AZ 🗌									
AR 🗌									
CA 🛛		\boxtimes	Common Shares - \$1,000,000	1	\$1,000,000	0	0		\boxtimes
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PR 🗌 🗀] [